



Association of *Directors of Public Health (UK)*

Annual General Meeting

Monday 15th June 2015

1:20 p.m.

Woburn House, 20-24 Tavistock Square, London WC1H 9HQ

Minutes

Present:

| | | |
|--------------------|---|--|
| Janet Atherton | ADPH President | DPH, Sefton |
| Andrew Furber | ADPH Council Member / President Elect | DPH Wakefield |
| Jeanelle de Gruchy | ADPH Vice President | DPH, Haringey |
| Tim Allison | ADPH Council / Honorary Secretary | DPH, East Riding |
| Ruth Milton | ADPH Council / Honorary Secretary | DPH, Hampshire |
| Jim McManus | ADPH Council / Honorary Membership Secretary | DPH, Hertfordshire |
| Helen Atkinson | ADPH Member | DPH, Surrey |
| Jyoti Atri | ADPH Member | DPH, Sandwell |
| Alison Barnett | ADPH Council Member | DPH, Medway |
| Ian Cameron | ADPH Council Member | DPH, Leeds |
| Sam Crowe | Observer | Assistant DPH, Dorset |
| Katie Cuming | Observer | Consultant in Public Health, Brighton & Hove |
| Frances Cuning | ADPH Member | DPH, North Lincolnshire |
| Miriam Davidson | ADPH Council Member | DPH, Darlington |
| Natalie Field | ADPH Member | Interim DPH, North Somerset |
| Sue Forster | ADPH Member | St Helens |
| Andrew Howe | ADPH Council Member | DPH, Harrow |
| Bruce Laurence | ADPH Member | DPH, Bath & North East Somerset |
| Tessa Lindfield | ADPH Council Member | DPH, Suffolk |
| Jane O'Grady | ADPH Council Member | DPH, Buckinghamshire |
| Meradin Peachey | ADPH Member | DPH, Newham |
| Rubinder Sidhu | Observer | Consultant in Public Health, Ealing |
| Farhang Tahzib | Observer | Consultant in Public Health, West Sussex |
| Stephen Watkins | ADPH Member | DPH, Stockport |
| Julia Weldon | ADPH Member | DPH, Hull |
| Carole Wood | ADPH Member | DPH, Gateshead |
| Nicola Close | Staff | ADPH Chief Executive |
| Julia Ellis | Staff | ADPH Policy Manager |
| Mark Hamblett | Staff | ADPH Business Support Manager |
| Georgina Morgan | Staff | ADPH Administrator |
| Rasal Sesay | Staff | ADPH Policy Administrator |
| | | |

Apologies were received from a number of ADPH members.

The Meeting was confirmed as quorate.

1. Welcome.



The President, Janet Atherton, welcomed members to the 2015 Annual General Meeting.

2. Minutes of Annual General Meeting 2014.

The minutes of the Annual General Meeting held on Friday 13th June 2014 were approved.

3. Matters arising from minutes.

There were no matters arising from the minutes.

4. President's Annual Report.

The President presented the 2014/15 Annual Review

The Association continued to go from strength to strength during 2014/15 - supported by a new Board, strong Constituency Representation on Council and ever increasing membership engagement and input through ADPH networks and membership policy topic teams, workshops, conferences and surveys.

The 2014-17 Business Plan provided a clear strategic framework and objectives for the Association, and the continuing strong support of members through subscriptions has enabled the Association to secure a core staff team to meet the growing aspirations of the organisation, including: strengthening DPH input and advice on public health policies and the development of public health systems across the UK; to increase membership development & engagement opportunities; to widen programmes and collaborations in support of the improvement of the public's health; and to move further forward with the development of ADPH networks, and opportunities for sharing ideas and good practice.

ADPH continued to support the development and refinement of the new public health system within England – with the President, CEO and lead members serving on a wide range of national groups to ensure that strategic development supported DsPH and local PH teams within local authorities.

The President highlighted specific elements of each of the work programmes:

ADPH - Collective Voice for DsPH - The ADPH 2014 Annual Conference on Influencing for Health – framing the PH narrative, plus International approaches to Commercial Determinants of Health had as guest speaker Ilona Kickbusch, the Director of the Global Health Programme at the Graduate Institute of International and Development Studies in Geneva. ADPH Networks have been strengthened, and are supported by a refreshed website and new member e-forums, launched June 2014. A stronger Council role in policy and system leadership has been developed alongside regular Topic Team teleconferences to agree ADPH positions. A new Sector Led Improvement programme has been initiated for the English regions, and a new and influential UK Public Health Network of PH organisations has been established. The DPH Peer Support service continues for members, and there are regular e-DPH newsletters, communications and briefings to members and stakeholders, information sharing and networking offered via e-forums. Engagement with all UK DsPH continues, and formal links have been established with Eire DsPH.

DPH Development - Delivery of refreshed Masterclasses on strategic marketing of Public Health to Local Authorities have been run along with new ones on Public Mental Health and Health in All Policies, the latter with PHE and the LGA. Joint Public Health conferences were held with the LGA in February 2015, and the CMO (England) in June. There are continuing collaborations on DPH and workforce development programmes and a new System Leadership programme for ADPH UK Council Members, incorporating a focus on Sector led Improvement and improving Public Health Practice. The Membership Survey to inform Public Health system improvement and DPH development was continued, as was the DPH Annual Report Competition.



Advocacy - The President, Vice President, Policy Leads and Chief Executive have met with a wide range of stakeholders to represent the DPH view and to progress existing collaborations and build relationships including:

FPH; RSPH; UKHF; NICE: PH Network
PHE; LGA; ADASS; ADCS;
NHS Confederation; NHSCC, King's Fund;

Local and national politicians including: Department of Health, Chief Medical Officer (England), All Party Parliamentary Group on Sexual Health, Public Accounts Committee, Secretary of State for Health, Public Health Minister, Shadow Secretary of State for Health, Shadow Public Health Minister.

The ADPH has been represented on a range of national bodies and steering committees and the President, Vice-President, Policy Leads and Chief Executive have also featured in web debates, newspapers and journals commenting on topical issues.

Policy - Members have input through workshops, conference, policy topic teams and surveys as part of a continuing programme of policy development and DPH priority setting, including:

- Tobacco – successful outcome on standardised packs and smoking in cars, new position statement on e-cigarettes.
- Alcohol – including seeking minimum unit pricing and local powers under licensing legislation, new collaborative partnerships
- Children & Young People – including national system development and 0-5 transfer to LA's, collaborations on CYP mental health & wellbeing, PHSE.
- Commercial Determinants of Health – 2014 workshop and Conference.
- Public Health Systems across UK – including on: Public Health workforce, DPH vacancies, planning for wider Public Health workforce, Public health funding.

Formal ADPH submissions have been made to over 35 national consultations, oral evidence has been presented to 3 Government Committees, and there have been 21 collaborative endorsements and additional DPH input to a range of external organisations.

Infrastructure and Governance – A strong subscription base has helped ensure future financial stability alongside organisational security within our host organisation, The UK Health Forum. A new staff role has been developed to support membership engagement and services and recruitment is underway. The 2014 AGM gave approval to seek Charity status, and the application process has begun. The election of a new President was completed and the induction programme has commenced. Regular Board meetings include strategic planning and Board development and new SLI Programme Board and HR Committees have been established.

The Annual Report was received and noted.

5. Finance Report.

The Treasurer, Mike Robinson, was unable to attend the AGM therefore Janet Atherton as President provided a summation of the 2014-15 finances.

The subscription base is strong with all DsPH contributing to the organisation, and only three LA's who share a DPH, not doing so. A grant of £180,000 was received from PHE for the SLI programme in the English regions, of which £18,000 was held back to part fund the new Membership Engagement Manager's salary. Expenditure increases over the previous year



were due to new staff and related on-costs. The forecast for next year is an operating loss and efforts will be made to find new funding streams.

Action: Once provisional accounts are received and Mike Robinson has signed off the Treasurers Report this will be circulated to all members.

6. Appointment of Auditors.

The AGM agreed to empower the Board to appoint Begbies Chartered Accountants as auditors for 2015-16

7. ADPH Subscriptions.

The AGM noted that subscription levels for 2015-16 will remain at the 2014-15 level.

8. Constitution.

The AGM was asked to consider and agree the amendments to the constitution (attached). It noted and approved:

Charity status: The principles on which amendments to the Memorandum of Association will be made as laid out in appendices 1 and 2, and authorised the Board to make any necessary amendments to finalise the documents in order to comply with the requirements of the Charity Commission. It was agreed that any such changes will be reported to the 2016 AGM, or if fundamental changes to the principles are required the Board will call an Emergency General Meeting to be held during the ADPH Annual Conference on 2nd November 2015.

Rationalisation of ADPH constitutional documents: To meet the requirements of the Charity Commission, and to simplify constitutional documents to avoid frequent updating via the Charity Commission, it was agreed the former ADPH Constitution will be rationalised to create two separate documents:

- Articles of Association defining our core purpose and compliance as a Company & Charity. These would be lodged with the Charity Commission & Companies House, and would require their approval to alter. Any future proposed amendments to these Articles would require approval by the Board and the AGM prior to submission to the Charity Commission & Companies House.

- Regulations that define our governance structures and rules. Any future proposed amendments to the Regulations would require approval by the Board and the AGM (as is the case now for the Constitution).

It noted and approved the development of a set of Standing Orders that define our protocols and processes for ways of working which may be approved and amended by the Board.

ADPH Membership: The amendments made to:

- Widen, clarify and formalise ADPH geographical coverage (including recent developments such as linkage with DsPH in Eire). The new Articles of Association will define the ADPH remit as covering: the British Isles (the United Kingdom, Republic of Ireland and Crown Dependencies) and British Overseas Territories. An additional clause has also been added to the new Regulations to enable Constituency Representatives/Council Members from these widened constituencies if felt appropriate by the Board;

- form a clearer distinction between ordinary members whose organisations subscribe to ADPH (defined as full members); and ordinary members whose organisations do not subscribe to ADPH (now defined as affiliate members). The rights & privileges applying to subscribing/non-subscribing members remain the same – i.e. all ordinary members have voting rights, however only full (subscribing) members may stand for/hold nationally elected positions;

- introduce a new category of membership, the ADPH Alumni - for former DsPH; and therefore remove former DsPH from the category of Associate Membership (which is for Deputy DsPH or equivalent).



ADPH Networks: In 2014 principles for ADPH networks were agreed at the AGM, and these have since been further refined (see Appendix 3) it was agreed these will form a schedule to the new Regulations.

ADPH networks will also be enabled to organise the appointment of their own ADPH Constituency Representatives if they so wish. The process is defined within a schedule to the Regulations, and enables flexibility for individual networks to choose whether they, or ADPH centrally, will run the process. In all cases the Chief Executive as the Association's Returning Officer, and Honorary Secretary with responsibility for governance, will retain an overview to ensure due process has been followed

9. Board and Council Membership.

9.1 To note the election of ADPH President 2015-18.

The AGM noted that Janet Atherton completed her term in office at the 2015 AGM and in accordance with the constitution and election by electronic ballot of all members was held and Dr. Andrew Furber was elected ADPH President for the period 2015-18.

9.2 Council Membership.

The AGM noted:

The current Council membership, details at www.adph.org.uk/about/index.php

The annual appointment of the FPH Observer, Megan Peachey.

Welcomed new Council Members;

Ros Jervis, West Midlands

Gerry Taylor, East of England.

Council Members who have stood down during 2014-15, and thank them for their contribution;

Fiona Johnstone – North West

Valerie Little – West Midlands

Liz Robin – East of England

Judith Wright – South East

10. Any Other Business.

The AGM noted the presentation of the BMA policy regarding announced cuts to Public Health funding; noted with concern the proposed cuts and agreed;

To press for the best position possible.

To work together with the BMA and others to secure the best future for Public Health funding.

11. Close of AGM.

The President, Janet Atherton, thanked Members for their participation and closed the meeting at 2.00 p.m. and inaugurated Dr Andrew Furber as the new ADPH President.



ADPH Treasurer's Annual Report for 2014/2015

The draft summary accounts for 2014/15 with projections for 2015/16 are attached.

Review of financial performance in 2014/15

The financial information presented in this report has been produced in liaison with the UKHF finance department. Our 2014/15 accounts are currently being audited with the UKHF accounts. The final auditors report will be reported to the ADPH Board. The summary accounts will be available on our website with the Annual Review and a full copy of the 2014/15 audited accounts will be available on request.

Income

Subscriptions this year brought in income of £333,550 up from £289,250 last year. All English DsPH are employed by subscribing organisations with only 3 LAs not paying. As in previous years Jersey and Northern Ireland also subscribed. Wales have agreed to try to contribute for the year 15-16. Scottish DsPH historically have been non-paying members.

Grant funding of £180,000 was obtained from PHE for supporting regional Networks to develop Sector-led Improvement.

Expenditure

The majority of expenditure related to pay and non-pay costs associated with staffing and the backfill needed for the President and vice-President to enable them to fulfil their roles.

There was an increase in expenditure from £279,704 in 2013/14 to £336,052 in 2014/15. This is largely down to the increased staffing costs: the full year cost of the Business Support Manager, Policy Administrator and recruitment of the PA Administrator.

There were also increased hosting costs to reflect the number of desks now used by ADPH.

Reserve

A reserve of at least £300,000 was agreed by the Board as prudent in March 2013 and this will be reviewed in September 2015.

The Association ended 2013-14 with a carry forward of £409,411 and has fractionally increased this (by £550). There is also £18,000 carried forward from the restricted funds which will support the appointment of a new role (see below).

Forecast for 2015/16

Income

Income is expected to remain at about the same level as last year.

We will also explore possibilities for further grant funding to support SLI and sponsorship for the development programme.

Expenditure

Staffing and hosting costs account for most of the higher expenditure. We are currently recruiting an Engagement Development Manager to support Networks and PH system issues and the carried forward grant funds will off-set some of the costs for this appointment. There will also be associated increased hosting costs.

Finally I would like to congratulate Nicola Close, Chief Executive and her team for managing the budgets to yet again generate a small in year surplus.



ADPH AGM 15th June 2015

Amendments to ADPH Constitutional documents

Introduction and overview

Summarised below are explanations of the proposed amendments to the core ADPH Constitutional documents, which have been considered and approved by the ADPH Board. These include:

- Amendments required to accord with potential charity status and to rationalise ADPH constitutional documents
- Widening ADPH membership to cover the British Isles & Crown dependencies and refining membership categories
- Confirming the constitutional principles for ADPH networks, and enabling networks to conduct elections for their own ADPH Constituency Representatives if they so wish.

The AGM is asked to consider these revisions and approve the revised constitutional documents.

Description of amendments

1. Charity status: The 2014 AGM approved seeking charitable status and empowered the ADPH Board to take the necessary action to enact this.

A formal application was subsequently submitted to the Charity Commission in 2014, however the process has been slower than anticipated, and we are currently in the process of clarifying recent enquiries made by the Commission, in order that the application can progress.

To accord with the requirements of the Charity Commission, it is anticipated that the Board will need to further refine the organisational purpose & objectives, and submit to the Commission a new Memorandum of Association.

As the Commission's enquiries were only received in early June, it has not been possible to finalise all the new documentation for the AGM – however the principles on which they will be based are explained below and illustrated in the attached appendices 1 and 2.

The AGM is therefore being asked to approve these principles and authorise the Board to make any necessary amendments and to finalise the documents in order to comply with the requirements of the Charity Commission. Any such amendments will be reported to the 2016 AGM. However, if fundamental changes to these principles are required, the Board will call an Emergency General Meeting to be held during the ADPH Annual Conference on 2nd November 2015.

2. Rationalisation of ADPH constitutional documents: To meet the requirements of the Charity Commission, and to simplify constitutional documents to avoid frequent updating via the Charity Commission, the former ADPH Constitution will be rationalised to create two separate documents:

- **Articles of Association** defining our core purpose and compliance as a Company & Charity. These would be lodged with the Charity Commission & Companies House, and would require their approval to alter. Any future proposed amendments to these Articles would require approval by the Board and the AGM prior to submission to the Charity Commission & Companies House.
- **Regulations** that define our governance structures and rules. Any future proposed amendments to the Regulations would require approval by the Board and the AGM (as is the case now for the Constitution).



A set of Standing Orders are also being developed that define our protocols and processes for ways of working – these may be approved and amended by the Board.

3. ADPH Membership: amendments have been made to:

- Widen, clarify and formalise ADPH geographical coverage (including recent developments such as linkage with DsPH in Eire). The new Articles of Association will define the ADPH remit as covering: the British Isles (the United Kingdom, Republic of Ireland and Crown Dependencies) and British Overseas Territories. An additional clause has also been added to the new Regulations to enable Constituency Representatives/Council Members from these widened constituencies if felt appropriate by the Board;
- form a clearer distinction between ordinary members whose organisations subscribe to ADPH (defined as full members); and ordinary members whose organisations do not subscribe to ADPH (now defined as affiliate members). The rights & privileges applying to subscribing/non-subscribing members remain the same – i.e. all ordinary members have voting rights, however only full (subscribing) members may stand for/hold nationally elected positions;
- introduce a new category of membership - ADPH Alumni - for former DsPH; and therefore remove former DsPH from the category of Associate Membership (which is for Deputy DsPH or equivalent).

4. ADPH Networks: the concept of enabling all constituent countries and regions to develop ADPH networks was introduced into the Constitution in 2013, with flexibility as to the form and function of individual networks to enable local development. In 2014 principles for ADPH networks were agreed at the AGM, and these have since been further refined (see Appendix 3) and will form a schedule to the new Regulations.

ADPH networks will also be enabled to organise the appointment of their own ADPH Constituency Representatives if they so wish. The process is defined within a schedule to the Regulations, and enables flexibility for individual networks to choose whether they, or ADPH centrally, will run the process. In all cases the Chief Executive as the Association's Returning Officer, and Honorary Secretary with responsibility for governance, will retain an overview to ensure due process has been followed.

Recommendations:

1. The AGM is asked to consider and agree these revisions and approve:

a. the principles for new ADPH Articles of Association (Appendix 1)

b. the supporting Regulations (Appendix 2) (NB the detailed schedules to the Regulations are not included in the Appendix, as they are lengthy and have not been substantively amended. These are available via the weblink below)

c. Principles governing ADPH Networks (Appendix 3)

2. The AGM is also asked to authorise the Board to make any necessary amendments to the Articles of Association and Regulations and to finalise the documents in order to comply with the requirements of the Charity Commission.

Any such amendments will be reported to the 2016 AGM. However, if fundamental changes to these principles are required, the Board will call an Emergency General Meeting to be held during the ADPH Annual Conference on 2nd November 2015.

Full versions of the proposed documents are also be available at <http://www.adph.org.uk/2015/05/adph-policy-workshop-agm/>

The full Constitution as agreed by the 2014 AGM is available at: <http://www.adph.org.uk/about-adph/governance/>



Appendix 1

The Association of Directors of Public Health Principles for Articles of Association

1. NAME

The Association shall be known as “The Association of Directors of Public Health of the United Kingdom” hereinafter referred to as “the Association”.

The Association is a Registered Private Company Limited by Guarantee *and is a registered Charity (England & Wales)*. As such the Company has a Board of Directors *also acting as Trustees of the Charity* and a Company Secretary.

2. PURPOSE & OBJECTIVES

The Objectives of the Association are specifically restricted to the support Directors of Public Health in the British Isles (the United Kingdom, Republic of Ireland and Crown Dependencies) and British Overseas Territories to protect and improve public health for the public benefit by:

2.1. The advancement of public health practice by:

- A. facilitating a support network for Directors of public health to share ideas and good practice and support problem-solving;
- B. providing opportunities for Directors of Public health to develop professional practice.

2.2. The promotion of public health policy by:

- A. collating and presenting the views of Directors of Public Health on public health policy to stakeholders;
- B. advising on public health policy and legislation at a local, regional, national and international level.

3. MEMBERSHIP

3.1 Ordinary Membership

Ordinary Membership of the Association shall be open to all Directors of Public Health, as defined within the Regulations.

3.2 Associate and other Membership Categories

The Association may also grant Associate Membership and other categories of membership, as defined within the Regulations.

4. ANNUAL GENERAL MEETING

The Association will meet formally at an Annual General Meeting each year to receive the Annual Report & Statement of Accounts. General meetings of the Association will be convened in accordance with the Regulations or as directed by the Board from time to time.

5. HISTORY OF THE ASSOCIATION

The Association of Metropolitan Officers was founded in 1856 with 30 members, for the purpose of mutual assistance and the advancement of sanitary science. Sir John Simon, the first Chief Medical Officer was also the Association’s first President. In 1869 the organisation changed to become the Association of Officers of Health. Over the next century the Association continued to develop and change, until 1989 and its formation as the Association of Directors of Public Health. In 2013 the Association registered as a Private Company Limited by Guarantee.



6. STATEMENT OF VALUES & EQUAL OPPORTUNITIES

The Association actively supports equality of opportunity. No member will receive less favourable treatment by the Association or by its members because of their race, colour, nationality, ethnic or national origin, or on the grounds of their gender, gender reassignment, marital status, disability, age, sexuality, religion or be disadvantaged by conditions or requirements which are not justified.

All members of the Association are expected to maintain a high level of ethical, professional and personal standards. The Association supports and adheres to Standards in Public Life as defined by the Nolan principles.

The Association will maintain policies, protocols and codes of conduct in accordance with these values and principles, to which all members of the Association should adhere.

7. VARIATION OF THE ARTICLES OF ASSOCIATION

Amendments to the Articles of Association may be proposed by a quorum of the Board. Such amendments must be debated and agreed at the next General Meeting of the Association.

Significant variations to the Articles of Association may, at the discretion of the Board, be put to a postal or electronic vote of the ordinary membership or to a show of hands of members attending a General Meeting.

Up until any variation has been agreed by a meeting of the Association, the Articles of Association will prevail.

Approved on the 15th day of June 2015

Signed (President)



Appendix 2

The Association of Directors of Public Health

Principles for REGULATIONS

- 1 Company and Board of Directors
 - 2 Code of Business Conduct
 - 3 Membership
 - 4 Subscriptions
 - 5 ADPH Networks
 - 6 Elected & Appointed Officers of the Association
 - 7 Council
 - 8 Election to Office
 - 9 Conduct of Meetings
 - 10 Variation of the Regulations
- Schedule 1** Schedule of Subscription Fees
Schedule 2 Principles governing ADPH Networks
Schedule 3 Roles & Responsibilities of Honorary Officers
Schedule 4 Roles & Responsibilities of Constituency Representatives
Schedule 5 Rules & Process for Election to Office
Schedule 6 Process for Conduct of Meetings

The Association of Directors of Public Health (hereinafter referred to as “the Association”) is established for the purpose and objectives expressed in the Articles of Association.

1. COMPANY & BOARD OF DIRECTORS

The Association is a Registered Private Company Limited by Guarantee *and is a registered Charity (England & Wales)*.

The Association shall have a Board of Directors comprising Honorary Officers as Directors of the Company, *Trustees of the Charity*, and Board Members. The Chief Executive is designated Company Secretary. The Board will be responsible for the effective management of the Association and will be governed by the Articles of the Company.

2. CODE OF BUSINESS CONDUCT

The Association supports and adheres to Standards in Public Life as defined by the Nolan principles.

All members of the Association are expected to maintain a high level of ethical, professional and personal standards.

Individual members must not seek or accept preferential rates or benefits in kind for private transactions carried out with any bodies or individuals with which they have had, or may have, official dealings with on behalf of the Association.

This does not apply to concessionary agreements negotiated by the Association on behalf of all members.

All members should register, in a format as approved, any material interest - personal, professional, financial or otherwise, which may have a bearing on their membership of the Association and any role conducted in it at the time of inception as a member or as the interest arises.

The interests of members' spouses and cohabiting partners should also be regarded as relevant and declared whenever these interests might prejudice a member whilst they are acting on behalf of the Association.



3. MEMBERSHIP

The Board has the right to refuse and/or remove from membership any individual in any category of membership.

3.1 Ordinary Membership

Ordinary Membership of the Association shall be open to those holding a relevant appointment of Director of Public Health or Acting Director of Public Health and being a member or a fellow of the Faculty of Public Health or belonging to an equivalent registering body, as determined by the Board (hereinafter referred to as “Directors of Public Health”).

For these purposes “relevant appointment” is defined as:

a) People holding a post as a “Director of Public Health” or “Public Health Director” appointed by Health Authorities, Health Boards, Local Authorities, Public Health Agencies or equivalent within the British Isles (the United Kingdom, Republic of Ireland and Crown Dependencies) and British Overseas Territories.

b) Any other person who performs like functions as determined by regulations and whose functions in the opinion of the Board equate to the role of a Director of Public Health.

All Directors of Public Health will be presumed to be Members of the Association unless they specifically request to withdraw.

All Ordinary members have voting rights.

The categories of Ordinary Membership are:

Full Membership – those Directors of Public Health whose organisation has subscribed to the Association in accordance with the agreed subscription arrangements at any given time. In addition to voting rights, Full Members may also stand for and hold national elected positions within the Association, and may benefit from other rights and privileges as agreed by the Board.

Affiliate Membership - those Directors of Public Health whose organisation has not subscribed to the Association in accordance with the agreed subscription arrangements at any given time.

In addition to voting rights, Affiliate Members may benefit from other rights and privileges as agreed by the Board.

Affiliate Members may not stand for or hold national elected positions within the Association.

3.2 Associate Membership

Those entitled to apply as Associate members are:

a. Current Deputy Directors of Public Health

b. Persons who perform like functions to Deputy Directors of Public Health and whose functions in the opinion of the Board equate to the role of a Deputy Director of Public Health

c. Persons in nationally defined Public Health roles that, in the opinion of the Board, merit Associate membership status.

Such members do not have voting rights and may not hold national elected positions within the Association.

3.3 ADPH Alumni

Former Ordinary Members of the Association are entitled to apply for membership of the ADPH Alumni.

Such members do not have voting rights and may not hold national elected positions within the Association.

3.4 Honorary Membership

The Board may, in accordance with the process defined in Standing Orders, offer Honorary Membership to individual(s) whose work or service has been of great value to the Association; or who are deemed to be worthy of membership of the Association through their support of and benefit to the work and role of the Director of Public Health. Honorary Membership may be granted for a term of five years. Such Honorary members do not have



voting rights and may not hold national elected positions, and will not normally be subject to a subscription charge. Following the completion of an initial term of five years, the Board may renew Honorary Membership for one further five year term. The appointment of Honorary Members will be reported to the AGM.

3.5 Refusal & Termination of Membership

A member (Ordinary, Associate, Alumni or Honorary) may terminate their membership at any time by notification to the Chief Executive or President of the Association.

Ordinary Members who cease to hold a post as a Director of Public Health must inform the Chief Executive of the Association within a month of the change in their appointment.

Ordinary membership will cease automatically from the date that the Chief Executive is aware of this change.

The Association may refuse admission as a member or terminate an existing membership of the Association where it is satisfied it has sound reason to do so, which may or may not include a breach in the Association's Code of Business Conduct.

Any matter of termination or refusal to admit shall be considered by the Association's Board, under written advice to the member, or potential member, no less than 7 days before such a meeting is convened.

The affected member is entitled to submit written reports and may attend the meeting to submit oral representations.

The Board will record in writing their decision reached. A quorum is necessary for this decision.

The affected member may appeal to the Annual General Meeting on written notice to the President. How the matter is heard will be a matter for the President to determine and shall be decided through a simple majority of members present and voting.

4. SUBSCRIPTIONS

Annual corporate subscriptions will be sought from each member's employing organisation (or other appropriate organisation), in accordance with the subscription level recommended by the Board and agreed by the AGM, as set out in the attached Schedule.

Membership will confer entitlement to a range of benefits which will be defined by the Board.

Because of the variable nature of funds available to Directors of Public Health, Ordinary Membership of the Association is not contingent upon receipt of a corporate subscription.

Where corporate subscriptions remain outstanding, some membership benefits and rights may be limited by decision of the Board.

5. ADPH NETWORKS

In support of the Association's purpose and objectives, members may establish ADPH Networks.

ADPH Networks should uphold and comply with the principles and requirements of the ADPH Articles of Association and Regulations at all times, particularly with regard to purpose and objectives, statement of values and equal opportunities, codes of conduct and good governance practices.

The principles governing ADPH Networks are contained in a Schedule to these Regulations.

6. ELECTED AND APPOINTED OFFICERS OF THE ASSOCIATION

6.1 Honorary Officers

The Honorary Officers of the Association comprise:

- President (Chair of the Board)
- Vice President (Vice Chair of the Board and Chair of the Council)
- Treasurer
- a maximum of 5 other Honorary Officer posts to fulfil the functions of the Board



Honorary Officers may be appointed Directors of the Company, *Trustees of the Charity*, and Board Members.

Honorary Officers must be Full Members of the Association.

The term of office for Honorary Officers is three years. An individual may serve for a total of two full terms in any Honorary Officer position. An individual may not hold more than one Honorary Officer position, save for the provisions concerning co-option to temporarily vacant Honorary Officer posts.

Honorary Officers have voting rights on the Council.

The roles and responsibilities of Honorary Officers are defined in a Schedule to these Regulations.

6.2 Constituency Representatives

The Constituency Representatives of the Association comprise:

- 2 representatives for each of Scotland, Wales and Northern Ireland
- 2 representatives for each ADPH Region in England (coterminous with Local Government Boundaries)
- Representatives of other defined Constituencies, as agreed by the Board

Constituency Representatives must be Full Members of the Association.

The term of office for Constituency Representatives is three years.

Constituency Representatives have voting rights on the Council.

The roles and responsibilities of Constituency Representatives are defined in a Schedule to these Regulations.

6.3 Observers

The Board may appoint observers, and will report such appointments to the next AGM.

Observers do not have voting rights.

The term of office for Observers will be reviewed annually.

6.4 Ex-officio Officers

The Board may wish to designate additional ex-officio officers for a specified period of time not exceeding 2 years and will report such decisions to the next AGM.

Ex-officio officers do not have voting rights.

The term of office for ex-officio officers will be reviewed annually.

The ADPH Chief Executive is a non-voting member of the Board and Council by virtue of their role.

6.5 Appointed Officers

The Board may appoint additional officers, for a specified period of time not exceeding 2 years, and will report such appointments to the next AGM.

Appointed officers do not have voting rights.

The term of office for additional officers will be reviewed annually.

6.6 Termination of Tenure

If, in the view of the Board, any post holder defined above is failing in their duties and responsibilities or is otherwise in breach of the Association's codes of conduct, their tenure in office may be terminated by the Board. The procedure to be followed is that as set out in these Regulations for refusal and termination of membership.

Any post holder defined above who ceases to fulfil the required criteria for that post will immediately cease to hold such post.



7. COUNCIL

The Association shall have a Council, which shall support the development and implementation of the objectives of the Association. Page 11 of 12 The Council shall consist of:

- Honorary Officers
- Constituency Representatives
- Observers
- Appointed Officers
- Ex-Officio Officers

8. ELECTION TO OFFICE

The rules and procedures applying to the election and appointment of the Association's Honorary Officers and Constituency Representatives are set out in a Schedule to these Regulations.

The Chief Executive will act as Returning Officer.

9. CONDUCT OF MEETINGS

The rules and procedures applying to General Meetings of the Association, and to meetings of the Board, the Council and to the general conduct of meetings on behalf of the Association, are set out in a Schedule to these Regulations.

10. VARIATION OF THE REGULATIONS

Amendments to these Regulations may be proposed by a quorum of the Board. Such amendments must be debated and agreed at the next General Meeting of the Association. Up until any variation has been agreed by a meeting of the Association, the Regulations agreed from time to time will prevail.

Significant variations to the Regulations may, at the discretion of the Board, be put to a postal or electronic vote of the ordinary membership or to a show of hands of members attending a General Meeting.

Regulations approved on the 15th day of June 2015

Signed (President)



Appendix 3

Principles governing ADPH Networks

1. ADPH Networks reflect the value, synergy and strength of ADPH as a membership organisation harnessing the collective voice of DsPH.
2. Each ADPH Network will have an elected representative on the ADPH Council (as defined by the ADPH Regulations).
3. Meetings of the ADPH Council will receive regular updates on network activity/local issues from Constituency Representatives; and similarly Constituency Representatives should provide regular updates on ADPH activity to their networks.
4. ADPH Networks should uphold and comply with the requirements of the ADPH Articles of Association and Regulations at all times, particularly with regard to purpose and objectives, equal opportunities, codes of conduct, elections and good governance practices.
5. ADPH Networks should follow ADPH protocols – for example relating to policy development, sponsorship, use of ADPH branding, social media.
6. A guiding principle for both ADPH national and local activity should be to avoid unnecessary duplication of effort; to collaborate; and to share good practice and knowledge. Collaborative working on local/national public health policy issues should be fostered.
7. Use of the ADPH title and logo: Networks may use the ADPH logo for non-contentious correspondence and nationally agreed policy documents, in accordance with the ADPH Branding Policy. Processes for ADPH approval of network policies will be defined by agreed protocols (see item 4 & 5 above).
8. ADPH and individual ADPH Networks may enter into MoU/SLAs to define working arrangements above or beyond these principles – for example concerning staffing arrangements/additional support/services.

May 2015

These principles are to be kept under regular review by the Board